MAR 27 1979 - 4 10 AM
INTERSTALL CUMMERCE COMMISSION

## BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Emons Leasing

Co., Inc., a New Jersey corporation, with its principal

place of business at 490 East Market Street, York, Pennsylvania

17403 ("Seller"), for and in consideration of the sum of One

(\$1.00) Dollar, lawful money of the United States of America,

to it paid by Emons Industries, Inc., a New York corporation,

with its principal place of business at 490 East Market Street,

York, Pennsylvania 17403 ("Purchaser"), the receipt whereof is

hereby acknowledged, has granted, bargained, sold and by these

presents does grant, bargain, sell, convey and deliver unto the

said Purchaser, its successors and assigns, all of the following

goods, chattels and property, to wit:

Rebuilt, forty foot, wood lined, boxcars, Class "XM" or "XF" bearing Maryland And Pennsylvania Railroad Company Markings MPA 5525 to MPA 5547 inclusive, MPA 5549, and MPA 5600 to MPA 5631 inclusive.

TO HAVE AND TO HOLD the said goods, chattels and property unto the said Purchaser, its successors and assigns, to and for its own use forever.

The Seller warrants to the Purchaser, its successors and assigns, that the title to the said goods, chattels and property hereby vested in the Purchaser is free and clear from all liens and encumbrances of every right and lawful authority to grant, bargain, sell and convey as aforesaid, except as set forth in a

Certain Conditional Sale Agreement between the Seller as

Vendor and the Maryland and Pennsylvania Railroad Company
as Vendee, dated as of December 29, 1976 (the "Agreement"),
said Agreement having been filed and recorded with the
Interstate Commerce Commission under Recordation Number 8706-A
on February 22, 1977 and assigned by Seller to Farmers First
Bank ("Farmers") on February 13, 1977, which assignment was
filed and recorded with the Interstate Commerce Commission
under Recordation Number 8706-B on February 22, 1977, and
reassigned by Farmers to Seller which reassignment will be
recorded with the Interstate Commerce Commission, and that
it will, and will cause its successors and assigns to,
warrant and defend the said goods, chattels and property
unto the Purchaser against the claims and demands of all
persons whomsoever.

IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed in its behalf by its authorized signatory, and attested by its authorized signatory, this 23 day of MARCH 1979.

Emons Leasing Co., Inc.

By:

ATTEST:

Carl ons

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COMMONWEALTH OF PENNSYLVANIA)

OUNTY OF YORK

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On this J3 day of MARCH, 1979, before me personally appeared ROBERT GROSSMAN, to me personally known, who being by me duly sworn, says that he is the President of Emons Leasing Co., Inc. that the seal affixed to the foregoing instrument is the seal of said Corporation; that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

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MY COMMISSION EXPIRES

JANUARY 31, 1981

YORK, YORK COUNTY, PA